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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

**IN RE BED BATH & BEYOND
STOCKHOLDER DERIVATIVE
LITIGATION**

Master File No. 2:20-cv-08673-MCA-MAH

**STIPULATION AND [PROPOSED]
ORDER TO STAY ALL PROCEEDINGS**

WHEREAS, starting on July 10, 2020, three related shareholder derivative actions were filed in this Court on behalf of nominal defendant Bed Bath & Beyond Inc. (“BBBY”); and

WHEREAS, on October 14, 2020, the Court entered an order [ECF No. 12] consolidating the three cases under the caption shown above; and

WHEREAS, starting in August 2020, two related and subsequently consolidated shareholder derivative actions were filed in the Supreme Court for the State of New York, Kings County (the “New York Court”), on behalf of nominal defendant BBBY; and

WHEREAS, on August 3 and 4, 2021, all parties to this consolidated action and the New York action participated in a mediation to try to resolve the various matters, but did not succeed in doing so at that time; and

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WHEREAS, on January 4, 2022, Defendants and BBBY moved to dismiss this consolidated action [ECF No. 27]; and

WHEREAS, on April 14 and May 18, 2022, the Court granted the parties' requests to extend the deadline for Plaintiffs' response to the motion to dismiss to May 18, 2022 and then to June 13, 2022 [ECF Nos. 33, 35]; and

WHEREAS, on June 13, 2022, the parties to this consolidated action and the parties to the New York action entered into a joint settlement agreement to resolve all claims asserted in all of the related derivative actions; and

WHEREAS the settlement agreement provides that the proposed settlement will be submitted to the New York Court for review and approval; and

WHEREAS the settlement agreement further provides that (*i*) pending the Effective Date (*i.e.*, the date on which the proposed settlement, if approved, will take effect), all proceedings in all related derivative actions will be stayed except to the extent necessary for the New York Court to review the proposed settlement and (*ii*) the parties in this consolidated action will move to dismiss it with prejudice within five days after the Effective Date;

IT IS HEREBY STIPULATED AND AGREED by and between Plaintiffs, Defendants, and Nominal Defendant BBBY that:

1. All proceedings in this consolidated action shall be stayed pending the New York Court's review and potential approval of the proposed settlement of all related derivative actions filed on behalf of BBBY.

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2. The parties will report back to this Court within five days after the New York Court's ruling approving or disapproving the proposed settlement.

Dated: June 13, 2022

/s/ Laurence M. Rosen

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Attorneys for Defendants and Nominal Defendant Bed Bath & Beyond Inc.

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SO ORDERED this 15 day of June, 2022.


United States District Judge